

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
DELTA AIRLINES, INC., <u>et al.</u>,	: Case No. 05-17923(ASH)
	:
Reorganized Debtors.¹	: Jointly Administered
-----X	
VARDE INVESTMENT PARTNERS, L.P., BEAR	:
STEARNS INVESTMENT PRODUCTS INC., PAR-	:
FOUR MASTER FUND, LTD., SUNRISE PARTNERS	:
LIMITED PARTNERSHIP and CYPRESS	:
MANAGEMENT MASTER LP,	:
	:
Plaintiffs,	: Adv. Pro. No. 07-03065
	:
v.	:
	:
COMAIR, INC., COMAIR HOLDINGS, LLC,	:
COMAIR SERVICES, INC., DELTA AIRELITE	:
BUSINESS JETS, INC. and DELTA CONNECTION	:
ACADEMY, INC.,	:
	:
Defendants.	:
-----X	

**APPELLEES' COUNTER-DESIGNATION OF ITEMS
FOR INCLUSION IN RECORD ON APPEAL**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, Appellees Comair, Inc. (“**Comair**”), Comair Holdings, LLC, Comair Services, Inc., Delta Airelite Business Jets, Inc. and Delta Connection Academy, Inc. (together, the “**Comair Appellees**”), through their undersigned counsel, hereby designate the following items to be included in the record on appeal in connection with the appeal by Varde Investment Partners, L.P., Bear Stearns Investment Products Inc., Par-Four Master Fund, Ltd., Sunrise Partners Limited Partnership, and Cypress

¹ The Reorganized Debtors are: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Aircraft Trading, Inc.; DAL Global Services, LLC; DAL Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; and Song, LLC.

Management Master LP. (collectively, the “**Appellants**”) from the Order entered on May 2, 2008 [Docket No. 29], dismissing Appellants’ adversary complaint seeking plan revocation:

1. Memorandum of Law in Support of Motion to Dismiss the Amended Complaint, including Appendices A-G and various Declarations attached thereto [Docket No. 9].

2. Memorandum of Law in Opposition to Motion to Dismiss the Amended Complaint, including Exhibits A-B thereto [Docket No. 11].

3. Defendants’ Statement with Respect to Plaintiffs’ Proposed Order Allowing the Filing, under Seal, of Unredacted Memorandum of Law in Opposition to Motion to Dismiss the Amended Complaint [Docket No. 14].

4. Corrected Memorandum of Law in Opposition to Motion to Dismiss the Amended Complaint, including Exhibits A-B thereto [Docket No. 15].

5. Order Allowing Filing of Unredacted Memorandum of Law in Opposition to Motion to Dismiss the Amended Complaint under Seal, signed on January 17, 2008 [Docket No. 18].

6. Reply Memorandum in Support of Motion to Dismiss the Amended Complaint, including Exhibits A-D thereto [Docket No. 21].

7. Motion of Certain Comair Creditors for Entry of an Order Directing Production of Documents by, and Examination by Oral Deposition of, Reorganized Debtors Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, including Exhibits A-F thereto [Docket No. 6558 in Case No. 05-17923].

8. Post-Effective Date Committee’s Objection to Motion of Comair Creditors for Discovery under Rule 2004 [Docket No. 6592 in Case No. 05-17923].

9. Objection of Reorganized Debtors to Motion of Certain Claims Traders for Entry of an Order Permitting Document and Deposition Discovery Pursuant to Rule 2004, including Appendices A-B thereto [Docket No. 6585 in Case No. 05-17923].

10. Omnibus Reply in Further Support of Motions of Certain Comair Creditors for Entry of Orders (I) Directing Production of Documents by, and Examination by Oral Deposition of (A) Reorganized Debtors and (B) Creditors Committees Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, and (ii) Implementing the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, including Exhibits A-C thereto [Docket No. 6628 in Case No. 05-17923].

11. Transcript of Hearing Held on August 24, 2007 Re: Motions by Certain Comair Creditors [Docket No. 6685 in Case No. 05-17923].

12. Transcript of Telephone Conference Held on October 25, 2007 Re: Motions by Certain Comair Creditors [Docket No. 6949 in Case No. 05-17923].

Dated: New York, New York
June 2, 2008

Respectfully submitted,

DEBEVOISE & PLIMPTON LLP

/s/ Michael E. Wiles

Michael E. Wiles

919 Third Avenue

New York, New York 10022

Telephone: (212) 909-6000

Facsimile: (212) 909-6836

Special Aircraft Attorneys for Reorganized Debtors